



## ONE GAS, INC.

### EXECUTIVE COMPENSATION COMMITTEE CHARTER

#### *Purpose*

The purpose of the Executive Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ONE Gas, Inc. (the “Company”) is to establish and periodically review the Company’s executive compensation policies and practices to ensure the attraction, retention and appropriate compensation of executive officers, to motivate their performance in the achievement of the Company’s business objectives, and to align the interests of executive officers with the long-term interests of the Company’s shareholders.

#### *Membership*

The Committee shall be comprised of three or more directors, each of whom must qualify (A) as “independent” under the listing standards of the New York Stock Exchange (the “Listing Standards”) and under Rule 10C-1(b)(1) of the Securities Exchange Act of 1934 (the “Exchange Act”); (B) as “non-employee directors” under Rule 16b-3 under the Exchange Act; and (C) as “outside directors” under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, and any other applicable federal and state statutory provisions in effect from time to time related to a director’s independence (the “Independent Directors”).

The members of the Committee shall be nominated by the Corporate Governance Committee of the Board and appointed annually to one-year terms by the Board. The Company’s Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee as Chair and one member of the Committee as Vice Chair. Committee members shall serve until their resignation, retirement, removal by the Board or until their successors shall be qualified and appointed. No member of the Committee shall be removed except by majority vote of the Independent Directors.

#### *Meetings and Procedures*

- The Committee shall fix its own rules and procedures, consistent with the Company’s By-laws, as amended from time to time (the “Company’s By-Laws”), and this Charter.
- The Committee shall meet a minimum of two times annually and more frequently as circumstances require, and shall meet in executive session without management present at each scheduled in-person meeting. The Committee shall meet in executive session on compensation matters pertaining to the Chief Executive Officer (CEO).

- The Chair of the Committee will approve the agendas for Committee meetings.
- The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- A majority of the members of the Committee shall constitute a quorum.
- The action of a majority of the members of the Committee at a meeting at which a quorum is present shall be the action of the Committee.
- The Committee may take action by unanimous written consent in lieu of a meeting.
- The Committee shall have the authority to delegate duties to such standing committees of the Board as it deems necessary or appropriate. The Committee may form subcommittees for any purpose the Committee deems appropriate and may delegate to such subcommittees such duties, power and authority as the Committee deems necessary or appropriate. No subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- Following each of its meetings, the Committee shall deliver to the Board a report on the meeting, including a description of all actions taken and recommendations made by the Committee at the meeting, for review and consideration by the Board and subject to such further action by the Board as the Board deems necessary or appropriate.
- The Committee shall keep written minutes of its meetings. Minutes shall be maintained with the books and records of the Company.

### ***Committee Advisors***

- The Committee may request that any director, officer or employee of the Company whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such assistance and information as the Committee requests.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor.
- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee.

- The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Committee.
- The Committee may select a compensation consultant, external legal counsel or other advisor to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the independence factors the Committee is required to consider under the applicable Listing Standards and applicable rules of the Securities and Exchange Commission and such other factors as the Committee determines are relevant.
- At least annually, the Committee shall assess the independence of any compensation consultant who has performed services for the Committee taking into account the independence factors as required by the applicable Listing Standards and the applicable rules of the Securities and Exchange Commission and such other factors as the Committee determines are relevant.

### ***Responsibilities and Duties***

The primary responsibilities of the Committee include, but are not limited to, the following:

- Establish and review periodically the Company's compensation strategy and philosophy.
- Review and approve, in consultation with the Corporate Governance Committee, corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's salary and other compensation based on this evaluation, including short-term and long-term incentive compensation. In so doing, the Committee may consider the general performance of the Company, its divisions and subsidiaries, including relative shareholder return, the compensation practices in the markets where the Company competes for executive talent, the value of similar incentive awards to chief executive officers at comparable companies, the incentive awards given to the Company's Chief Executive Officer in past years, the compensation of the Company's other officers and employees and, the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") as provided under Section 14A of the Exchange Act (if any).
- Review and approve the compensation of all officers of the Company elected by the Board as provided in the Company's By-laws and, in addition, review the compensation of all appointed officers and all employees who earn \$500,000 or more in total compensation (consisting of salary, equity awards, bonuses and other incentives). The Committee delegates to the Chief Executive Officer the authority to set the compensation of all officers of the Company appointed by the Chief Executive Officer as provided in the Company's By-laws, and all other employees. In doing so,

the Chief Executive Officer may consider the general performance of the Company, its divisions and subsidiaries, the compensation practices in the markets where the Company competes for executive talent, and the results of the most recent Say-on-Pay Vote (if any).

- Review the Board's policies for director compensation and recommend to the Board the compensation for Board members (retainers, meeting fees, committee chair fees, stock compensation, and other similar items as appropriate).
- Review the competitive position of, and approve material changes to, the plans, systems, policies, programs and practices of the Company relating to compensation.
- Oversee the administration of the Company's equity compensation plans and other executive incentive plans.
- Make non-material changes to the Company's equity compensation plans and other executive incentive plans to the extent that such non-material changes, as defined in the plans or as required by applicable law, the rules of the Securities and Exchange Commission or the Listing Standards, are not subject to shareholder approval.
- Review and approve equity compensation grants and approve in writing the satisfaction of any applicable performance goals and any other material terms prior to issuance of common stock under the Company's equity compensation plans to all officers of the Company elected by the Board as provided in the Company's By-laws. The Committee delegates to the Chief Executive Officer the authority to grant equity compensation grants under the Company's equity compensation plans to officers appointed by the Chief Executive Officer as provided in the Company's By-laws and to all other employees.
- Review and approve the Company's annual short-term incentive plan criteria and individual short-term incentive targets, and approve in writing the satisfaction of the annual short-term incentive criteria and any other material terms prior to payment of any awards under such plan to all officers of the Company elected by the Board as provided in the Company's By-laws. The Committee delegates to the Chief Executive Officer the authority to grant awards under the short-term annual incentive plan to all officers of the Company appointed by the Chief Executive Officer as provided in the Company's By-laws and to all other employees.
- Recommend to the Board any proposed employment agreements, executive severance arrangements and change-in-control severance agreements with executive officers and any amendments thereto.
- Develop new compensation plans and revise existing plans, and recommend to the Board, as appropriate, the adoption of such new or revised plans by the Board.

- Oversee the Company's periodic assessment of risks potentially posed by the Company's compensation practices, policies, and programs, including annual review of the results of the Company's annual compensation risk assessment. The assessment will address whether the Company's compensation practices, policies, and programs motivate employees to take excessive risks that are reasonably likely to have a material adverse effect on the Company, and will propose solutions as necessary.
- Recommend to the Board executive and director share ownership guidelines and oversee compliance with any adopted share ownership guidelines.
- Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees.
- Approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
- Determine the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company that is not deductible for federal income tax purposes.
- Monitor compensation and regulatory developments trends and solicit independent advice where appropriate.
- Recommend to the Board for approval the frequency with which the Company will include in its proxy and information statement a management proposal permitting shareholders to have Say on Pay Vote. This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.
- Review and consider the results of the Company's most recent Say on Pay Vote, if any, and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay Vote outcomes.
- Review at least annually the services provided to the Committee by any compensation consultant retained or to be retained by the Committee to determine whether the provision of such services has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement. In making the foregoing determination, the Committee shall take into account such factors as required by the Securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant.

- Direct or supervise the production of an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
- Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's proxy statement or other applicable filings and, based upon such review and discussion, recommend to the Board whether the CD&A should be included in the Company's proxy statement or other applicable filings and prepare the Compensation Committee Report in accordance with the rules and regulations of the Securities and Exchange Commission for inclusion in the Company's proxy statement or other applicable filings.
- Assist with issues related to management succession and development as requested by the Chairman of the Board, the Chief Executive Officer or the Corporate Governance Committee.
- Perform other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.
- The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.
- Conduct an evaluation of the Committee's performance and charter at least annually, and recommend to the Board such Committee charter changes, as the Committee deems appropriate.

Approved: December 13, 2013, by written consent  
Amended: November 19, 2014  
Amended: July 20, 2015  
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